

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT of OHIO

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2017 JAN 17 PM 1:30

U.S. DISTRICT COURT
SOUTHERN DIST. OHIO
EAST. DIV. COLUMBUS

John A. Olagues, Pro Se
413 Sauve Rd.
River Ridge, La. 70123
olagues@gmail.com
504-305-4071

Plaintiff

Private Right of Action
Under Section 16 (b) of the
Securities Act of 1934
Civil Action no.

Versus

2 : 1 7 C V 0 0 4 9

Stephen D. Steinour Pres. and CEO
Huntington Bancshares Inc.

Judge Sargus

Defendants

MAGISTRATE JUDGE DEEVERS

COMPLAINT
JURY TRIAL DEMANDED

1. Plaintiff, alleges, based upon knowledge with respect to the facts relating to him upon information and belief with respect to all other allegations, as follows:

INTRODUCTION

2. This action is brought pursuant to Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), [15 U.S.C. 78p(b)] ("Section 16(b)") in order to recover short-swing insider trading profits realized by defendant, Stephen D. Steinour CEO while he was a statutory insider of Huntington Bancshares Inc.

1
2
3 3. Stephen D. Steinour at all relevant times was an officer of Huntington Bancshares
4 Inc within the meaning of Section 16(b) of the 1934 Act.

5 4. Section 16(b) requires company insiders to disgorge any profits earned by Section
6 16 (b) insiders through short-swing insider trading (i.e., non-exempt purchases and
7 sales, or non-exempt sales and purchases, of the company's equity securities, within
8 less than a six month period). Actual misuse of inside information is not a necessary
9 element of the claim although the statute embodies a presumption that statutory
insiders have access to such inside information.

10 PARTIES

- 11 • Plaintiff, John Olagues, a shareholder of Huntington Bancshares Inc
12
13 • Defendant, Stephen D. Steinour President and CEO
14
15 • Defendant, Huntington Bancshares Inc

16 5. Huntington Bancshares Inc Common Stock is registered with the SEC pursuant to
17 Section 12 of the Exchange Act and the Common Stock trades on the NASDAQ and
18 NYSE under the symbol HBAN.

19 6. Huntington Bancshares Inc is a necessary party as this action is brought by
20 Plaintiff in order to obtain a recovery for the firm, Huntington Bancshares Inc.

JURISDICTION AND VENUE

7. Jurisdiction of this Court is proper pursuant to Section 27 of the Exchange Act [15 U.S.C. §78aa].

8. Venue is properly laid in this District because Defendant Stephen D. Steinour is located in this District.

SUBSTANTIVE ALLEGATIONS

9. The matched transactions shown on Form 4s filed with the SEC are listed below : The attached Document Exhibit A from SEC Form 4.com shows all of the relevant filings by Stephen D. Steinour who was an officer when the non- exempt purchases and non-exempt dispositions were made.

Stephen D. Steinour

Shares Purchased	Date	Price	Shares Disposed	Date	Price	Profit
10,000	3/2/2016	\$9.27	10,000	11/6/2015	\$11.60	\$23,300
100,000	2/1/2016	\$8.57	100,000	11/6/2015	\$11.60	\$303,000
10,000	4/22/2015	\$10.79	10,000	6/22/2015	\$11.54	\$7500
9710	1/26/2015	\$10.17	9710	6/22/2015	\$11.54	\$13,302
13,496	10/21/2014	\$9.35	13,496	2/19/2015	\$10.64	\$17,409
2901	10/21/2014	\$9.35	2910	2/11/2015	\$10.50	\$3,336

Total profits..... \$367,847

The above list is the match off of purchases and dispositions resulting in the highest claim. Large portions of the dispositions listed on the SEC Form 4s are for payments of exercise prices of employee stock options. Other large dispositions listed on the SEC Form 4s are for tax liabilities on the ESOs exercised or Restricted Stock units vesting. Most of the dispositions listed on the SEC Form 4s as payment for the exercise prices and for tax liabilities are not exempt from Section 16 (b) of the 1934 act. None of the disposition of shares listed above are exempt from Section 16 (b).

10. All of the Purchased shares listed above were market transactions non exempt from section 16 b. This is conceded by attorneys for defendants. The share dispositions to Huntington Bancshares Inc were for exercise price payments and alleged tax withholdings. None of the dispositions, either for exercise price payments or for tax withholding, were approved with the required specificity to achieve an exemption from Section 16 (b) via of SEC Rule 16 b-3(e). About 75% of the tax liabilities were deferred past the vesting date pursuant to IRC 83 c-3, making it such that on the day of the stock disposition, there could be no exemption via Rule 16 b-3(e) for such premature tax withholding dispositions. All of the dispositions were "comprehended within the purpose of 16 (b)" and can not be made exempt from section 16(b) by approval of 16 b-3(e) as Mr. Steinour disposed of shares to the issuer when he had superior footing to the company. While it is conceded that Mr. Mr. Steinour and the issuer had equal inside information, Mr. Steinour was able to dispose of shares to Huffington and Huffington had no ability to reject the disposition.

11. Deferral of the income calculation and tax liability past vesting for Mr. Stephen D. Steinour is confirmed by IRC 83 c-(3) and interpretations of it as below.

IRC 83-c(3)

Sales which may give rise to suit under section 16(b) of the Securities Exchange Act of 1934

So long as the **sale** of property at a profit could subject a person to suit under section 16(b) of the Securities Exchange Act of 1934, such person's rights in such property are—

- (A) subject to a substantial risk of forfeiture, and
- (B) not transferable.

The shares received from the vesting of most of the RSUs and from much of the exercises of the ESOs are not taxable events here since the income calculations and tax liabilities are deferred by IRC 83 -c(3). Neither the plan document nor the grant agreements approve the dispositions of shares to the issuer for premature tax payments which have been deferred to the future.

12. Below is the paragraph from an IRS Bulletin of March 17, 2014 relating to IRC 83 c-(3)

Specifically, practitioners asked whether the purchase of shares in a transaction not exempt from section 16(b) of the Securities Exchange Act of 1934 prior to the exercise of a stock option *that would not otherwise give rise to section 16(b) liability* would defer taxation of the stock option exercise. Treasury and the IRS do not believe that such a non-exempt purchase of shares would defer taxation of the subsequent stock option exercise. This result is consistent with Example 3 of § 1.83-3(j)(2). In response to these requests for clarification, Treasury and the IRS have revised Example 4 of proposed regulation § 1.83-3(j)(2) to address the situation raised.

13. Few practitioners understand IRC 83 c-(3) and are confused by the IRS examples. They do not understand the IRS clarification and believe that IRC 83(c) does not apply in any cases.

14. Judge Berzon of the Ninth Circuit Court of Appeals in *Strom v. U.S.* 107 AFTR 2d 2011-684 (9th Cir., 2011) illustrates in the verbatim quote below that income calculation and tax liability is deferred when there is a non exempt purchase within 6 months prior to an exercise of ESOs or vesting of RSUs

BERZON, Circuit Judge:

Ordinarily, when an employee is compensated with nonstatutory stock options that do not have a readily ascertainable fair market value at the time of the grant, the employee realizes income for tax purposes upon exercising the options.¹ See 26 U.S.C. §§ 83(a) & (e)(3)-(e)(4); 26 C.F.R. § 1.83-7(a). The taxpayer is taxed on an amount equal to the fair market value of the stock on the date of exercise minus the option price paid for the stock. See 26 C.F.R. § 1.83-1(a)(1); *id.* § 1.83- 7(a)

Internal Revenue Code § 83(c)(3), however, allows taxpayers to defer recognition and valuation of income so long as a profitable sale of the stock acquired through the exercise of the options "could subject a person to suit under section 16(b) of the Securities Exchange Act of 1934." 26 U.S.C. § 83(c)(3).

1 *Section 16(b), in turn, forbids a corporate insider from profiting on a purchase made*
2 *within six months of a sale (or a sale made within six months of a purchase) of the*
3 *corporation's stock. See 15 U.S.C. § 78p(b). If a taxpayer is permitted to defer tax*
4 *consequences under IRC § 83(c)(3), the taxpayer will be later taxed on an amount*
5 *equal to the fair market value of the stock on the date that § 83(c)(3) no longer*
6 *applies minus the option price paid for the stock. See 26 U.S.C. § 83(a); 26 C.F.R. §*
7 *1.83-1(a)(1).*

8 15. The Ninth Circuit Ruling is the highest authority on how IRC 83 c-(3) works.
9 Some attorneys claim that certain IRS examples of the IRS refute the Ninth Circuit ,
10 the March 17, 2014 Bulletin and the clear language IRC 83 c-3.

11 BASIS FOR INFORMATION AND BELIEF

12 16. Plaintiff's information and belief is based on, among other things, the SEC Form
13 4s referenced herein and the violations of the Securities law as described above.

14 ALLEGATIONS AS TO DEMAND

15
16 17. Plaintiff notified Huntington Bancshares Inc of the facts alleged above (the
17 "Demand"). Attorneys for Huntington Bancshares Inc refused to request
18 disgorgement of the profits from Stephen D. Steinour and refused to file suit to
19 recover such profits totaling \$367,847, after 60 days have passed from the 60 day
20 notices were received by Huntington Bancshares Inc.

21 18. The attorneys for Huntington Bancshares Inc in a letter to Plaintiff, alleged that
22 the dispositions from Stephen D. Steinour to Huntington Bancshares Inc were
23 exempt from Section 16 b of the 1934 Act via SEC Rule 16 b-3(e) and thus the
24 attorneys incorrectly alleged that the dispositions on 2/11/2015, 2/19/2015,
25 6/22/2015, 11/6/2015, could not be matched for section 16 b purposes with any of the
26 purchases between 10/21/2014 and 3/2/2016.

1
2 19. Plaintiff claims that there was no proper approval of the dispositions from to
3 Huntington Bancshares Inc and there was no exemptions from Section 16 b of the
4 1934 Securities Act for the dispositions here.

5 PRAYER FOR RELIEF

6
7 20. WHEREFORE, Plaintiff prays for judgment against Defendant in an amount to be
8 determined at trial, plus prejudgment interest, post-judgment interest and such other
9 and further relief as this Court may deem just and proper.

10 21. The amount to be at a minimum of \$ 367,847 which is the total profit received
11 from non exempt purchases and non exempt dispositions.

12
13 Respectfully Submitted

14
15 
16 John Olagues

DATED this 13th day of January , 2017.

EXHIBIT A

<http://www.secform4.com/insider-trading/1213991.htm>

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Sec Form 4

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Sec Filings Insider Trading - Steinour Stephen D

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"Insiders might sell their shares for any number of reasons, but they buy them for only one: they think the price will rise"

- Peter Lynch ==>> [What is insider trading>>](#)

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Insider Trading - Steinour Stephen D

(c) <http://www.secfom4.com/>

Total buys: \$1,656,413, total sales: \$0, net total: \$1,656,413

(Vertical in logarithmic scale; Chart based on reported date)

Common stock purchase or sale:

Transaction Date	Reported Date	Company	Symbol	Insider Relationship	Shares Traded	Average Price	Total Amount	Shares Owned	Filing
2016-03-14 Purchase	2016-03-15 3:16 pm	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	20,000	\$25	\$500,000	3,102,687 (Direct Indirect)	View
2016-03-02 Purchase	2016-03-02 4:26 pm	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	10,000	\$9.272	\$92,724	3,102,687 (Indirect Direct)	View
2016-02-01 Purchase	2016-02-01 1:16 pm	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	100,000	\$8.571	\$857,064	3,092,873 (Indirect Direct)	View
2015-04-22 Purchase	2015-04-24 5:31 pm	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	10,000	\$10.79	\$107,874	2,607,283 (Indirect Direct)	View
2015-01-26 Purchase	2015-01-27 2:58 pm	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	9,710	\$10.17	\$98,751	2,353,690 (Indirect Direct)	View

Stock options: Exercise, Award, Grant, Conversion

Transaction Date	Reported Date	Exercisable Expiration	Company	Symbol	Insider Relationship	Shares Traded	Conversion Price	Shares Owned	Filing
2016-12-30 Option Award	2017-01-04 10:03 am	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	1,039	\$34.9	35,725 (Indirect)	View
2016-12-30 Option Award	2017-01-04 10:03 am	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	1,021	\$35.49	35,725 (Direct)	View
2016-10-31 Option Award	2016-11-02 2:54 pm	N/A N/A	L Brands Inc.	LB	Steinour Stephen D Director	387	\$0	8,265 (Direct)	View
2016-09-30 Option Award	2016-10-04 10:21 am	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	972	\$33.4	34,405 (Indirect)	View
2016-09-30 Option Award	2016-10-04 10:21 am	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	1,143	\$33.29	34,405 (Direct)	View
2016-08-01 Option Award	2016-08-03 2:43 pm	N/A N/A	L Brands Inc.	LB	Steinour Stephen D Director	376	\$0	7,815 (Direct)	View
2016-06-30 Option Award	2016-07-05 09:49 am	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	723	\$34.6	32,935 (Indirect)	View
2016-06-30 Option Award	2016-07-05 09:49 am	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	865	\$36.36	32,935 (Direct)	View
2016-05-02 Option Award	2016-05-04 4:19 pm	N/A N/A	L Brands Inc.	LB	Steinour Stephen D Director	352	\$0	7,374 (Direct)	View
2016-05-01 Option Award	2016-05-03 4:00 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	168,737	\$0	3,448,646 (Direct)	View
2016-05-01 Tax Withholding	2016-05-03 4:00 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	6,488	\$10.06	3,448,646 (Direct)	View
2016-05-01 Option Award	2016-05-03 4:00 pm	2017-05-01 2026-05-01	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	335,253	\$10.06	3,448,646 (Direct)	View
2016-04-20 Option Award	2016-04-22 4:04 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	240,792	\$0	3,343,479 (Direct)	View
2016-04-20 Tax Withholding	2016-04-22 4:04 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	63,570	\$10.28	3,343,479 (Direct)	View
2016-03-31 Option Award	2016-04-04 5:32 pm	N/A N/A	L Brands Inc.	LB	Steinour Stephen D Director	1,275	\$0	7,022 (Direct)	View
2016-03-31 Option Award	2016-04-01 4:38 pm	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	720	\$34.73	31,792 (Indirect)	View

Transaction Date	Reported Date	Exercisable Expiration	Company	Symbol	Insider Relationship	Shares Traded	Conversion Price	Shares Owned	Filing
2016-03-31 Option Award	2016-04-01 4:38 pm	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	885	\$35.86	31,792 (Direct)	View
2016-02-19 Tax Withholding	2016-02-22 5:00 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	13,496	\$8.67	3,092,687 (Direct)	View
2016-02-16 Option Award	2016-02-18 4:03 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	45,766	\$0	3,109,760 (Direct)	View
2016-02-16 Tax Withholding	2016-02-18 4:03 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	3,577	\$8.77	3,109,760 (Direct)	View
2016-02-11 Gift	2016-02-16 5:38 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	25,975	\$0	3,063,994 (Direct)	View
2016-02-11 Tax Withholding	2016-02-16 5:38 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	2,904	\$8.005	3,063,994 (Direct)	View
2016-02-01 Option Award	2016-02-03 1:12 pm	N/A N/A	L Brands Inc.	LB	Steinour Stephen D Director	290	\$0	5,581 (Direct)	View
2015-12-31 Option Award	2016-01-04 6:05 pm	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	944	\$26.48	30,751 (Indirect)	View
2015-12-31 Option Award	2016-01-04 6:05 pm	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	1,143	\$27.77	30,751 (Direct)	View
2015-11-17 Exercise	2015-11-18 09:28 am	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	250,000	\$4.95	3,168,563 (Direct)	View
2015-11-17 Exercise	2015-11-18 09:28 am	2010-01-14 2016-01-14	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	250,000	\$4.95	3,168,563 (Direct)	View
2015-11-17 Tax Withholding	2015-11-18 09:28 am	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	175,690	\$11.54	3,168,563 (Direct)	View
2015-11-06 Exercise	2015-11-09 09:19 am	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	250,000	\$4.95	3,093,941 (Direct)	View
2015-11-06 Tax Withholding	2015-11-09 09:19 am	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	175,378	\$11.6	3,093,941 (Direct)	View
2015-11-06 Exercise	2015-11-09 09:19 am	2010-01-14 2016-01-14	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	250,000	\$4.95	3,093,941 (Direct)	View
2015-11-02 Option Award	2015-11-04 4:25 pm	N/A N/A	L Brands Inc.	LB	Steinour Stephen D Director	290	\$0	5,265 (Direct)	View
2015-09-30 Option Award	2015-10-01 6:05 pm	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	840	\$29.75	29,248 (Indirect)	View
2015-09-30 Option Award	2015-10-01 6:05 pm	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	1,204	\$29.7	29,248 (Direct)	View
2015-08-03 Option Award	2015-08-05 11:33 am	N/A N/A	L Brands Inc.	LB	Steinour Stephen D Director	340	\$0	4,947 (Direct)	View
2015-06-30 Option Award	2015-07-01 5:03 pm	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	731	\$34.18	27,766 (Indirect)	View
2015-06-30 Option Award	2015-07-01 5:03 pm	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	1,138	\$31.42	27,766 (Direct)	View
2015-06-22 Tax Withholding	2015-06-23 10:32 am	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	351,381	\$11.54	3,195,322 (Direct)	View
2015-06-22 Exercise	2015-06-23 10:32 am	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	500,000	\$4.95	3,195,322 (Direct)	View
2015-06-22 Exercise	2015-06-23 10:32 am	2010-01-14 2016-01-14	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	500,000	\$4.95	3,195,322 (Direct)	View
2015-05-04 Option Award	2015-05-06 4:32 pm	N/A N/A	L Brands Inc.	LB	Steinour Stephen D Director	309	\$0	4,580 (Direct)	View
2015-05-01 Option Award	2015-05-05 4:19 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	152,662	\$0	2,707,162 (Direct)	View
2015-05-01 Tax Withholding	2015-05-05 4:19 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	11,840	\$10.89	2,707,162 (Direct)	View
2015-05-01 I	2015-05-05 4:19 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	6,296	\$10.95	2,707,162 (Indirect)	View
2015-05-01 Option Award	2015-05-05 4:19 pm	2016-05-01 2025-05-01	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	277,237	\$10.89	2,707,162 (Direct)	View
2015-04-22 Option Award	2015-04-24 5:31 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	237,813	\$0	2,607,283 (Direct)	View
2015-04-22 Tax Withholding	2015-04-24 5:31 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	62,783	\$11.03	2,607,283 (Direct)	View
2015-04-02 Option Award	2015-04-06 2:04 pm	N/A N/A	L Brands Inc.	LB	Steinour Stephen D Director	1,198	\$0	4,271 (Direct)	View
2015-03-31 Option Award	2015-04-01 6:20 pm	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	945	\$33.61	26,399 (Direct)	View
2015-03-31 Option Award	2015-04-01 6:20 pm	N/A N/A	Exelon Corp	EXC	Steinour Stephen D Director	778	\$32.13	26,399 (Indirect)	View
2015-02-19 Tax Withholding	2015-02-20 5:04 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	13,496	\$10.64	2,369,470 (Direct)	View
2015-02-17 Option Award	2015-02-19 9:32 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	32,177	\$0	2,382,966 (Direct)	View
2015-02-11 Tax Withholding	2015-02-12 6:22 pm	N/A N/A	Huntington Bancshares Inc	HBAN	Steinour Stephen D President, CEO & Chairman Director	2,901	\$10.5	2,350,789 (Direct)	View
2015-02-02 Option Award	2015-02-04 3:46 pm	N/A N/A	L Brands Inc.	LB	Steinour Stephen D Director	265	\$0	2,990 (Direct)	View

